

# Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

E. F. GRADY  
TREASURER  
C. D. TYLER  
MANAGER-CASH & ADMINISTRATION  
N. LEE  
MANAGER OF BANKING  
M. A. HOPSTOCK  
MANAGER-DEBT & INVESTMENTS  
P. W. RITTER  
PAYMASTER

March 24, 1988

RECORDATION NO. 15272-A  
FILED 1428

MAR 25 1988-3 00 PM

INTERSTATE COMMERCE COMMISSION

## VIA HAND DELIVERY

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue, N.W.  
Washington, D.C. 20423

RE: Sale and Conditional Sale-Back Agreement  
dated as of June 1, 1987, between  
Southern Pacific Transportation Company  
and First Pennsylvania Bank, N.A.

Dear M.s. Mc Gee,

On July 24, 1987, there was recorded a document entitled "Sale and Conditional Sale-Back Agreement" dated as of June 1, 1987, in the above-entitled Sale and Conditional Sale-Back Agreement ("Sale-Back Agreement"). The Sale Back Agreement was recorded as No. 15272. Schedule A to the Sale-Back Agreement listed two locomotives in error. One locomotive, lettered SP and numbered 9350 (new road number 6825) should have been numbered 9229 (new road number 6825). The other locomotive, lettered SSW and numbered 9397 (new road number 6827), should have been numbered 9301 (new road number 6827).

In order to correct this inadvertent error, enclosed is a substitute Schedule A to the described Sale-Back Agreement. Would you file a copy of this letter of correction along with the enclosed substitute Schedule A with your records under Recordation No. 15272 to indicate that the following is a correct list of the equipment intended to be subjected to the above Sale-Back Agreement:

### General Description of the Equipment Subjected to the "Sale and Conditional Sale-Back Agreement":

36 Diesel Locomotives; numbered SP 9203, SP 9212, SP 9221, SP 9247, SP 9202, SP 9172, SSW 9165, SP 9228, SP 9179, SP 9246, SP 9170, SP 9223, SSW 9159, SP 9217, SP 9233, SP 9235, SP 9167, SSW 9279, SSW 9292, SP 9304, SP 9306, SP 9312, SP 9183, SSW 9269, SP 9241, SP 9240, SP 9193, SP 9249, SP 9321, SP 9336, SSW 9285, SSW 9297, SP 9229, SP 9224, SSW 9301, and SSW 9271.

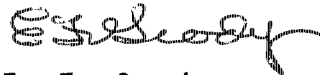
*Carroll*  
*Booth*

Ms. Noreta R. McGee  
March 24, 1988  
Page Two

Enclosed is a check in the amount of \$13 to cover this correction filing fee.

Will you kindly acknowledge on the enclosed copies of this letter receipt and filing with Recordation No. 15272 and return the same to the undersigned.

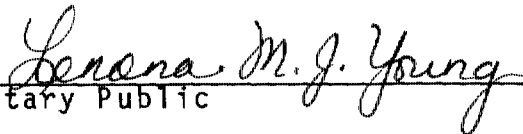
Very truly yours,



E. F. Grady

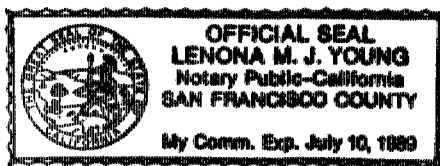
Enclosures

Subscribed and sworn to before  
me this 24th day of March, 1988

  
Notary Public

In and for the City and County of  
San Francisco, State of California

My Commission expires July 10, 1989.



cc: George J. Rayzis  
First Pennsylvania Bank

The CIT Group/ Equipment Financing, Inc.

Benito M. Lopez, Esq.  
Dewey, Ballantine, et al.

SCHEDULE A

<u>Old Road Number</u>	<u>New Road Number</u>	<u>Serial Number</u>
9203	6793	7336-38
9212	6794	72601-4
9221	6795	72601-13
9247	6796	72601-39
9202	6797	7336-37
9172	6798	7336-7
SSW 9165	6799	7348-9
9228	6800	72601-20
9179	6801	7336-14
9246	6802	72601-38
9170	6803	7336-5
9223	6804	72601-15
SSW 9159	6805	7348-3
9217	6806	72601-9
9233	6807	72601-25
9235	6808	72601-27
9167	6809	7336-2
SSW 9279	6810	72625-19
SSW 9292	6811	72625-32
9304	6812	73621-3
9306	6813	73621-5
9312	6814	73621-11
9183	6815	7336-18
SSW 9269	6816	72625-9
9241	6817	72601-33
9240	6818	72601-32
9193	6819	7336-28
9249	6820	72601-41
9321	6821	73630-7
9336	6822	73630-22
SSW 9285	6823	72625-25
SSW 9297	6824	72625-37
9229	6825	72601-21
9224	6826	72601-16
SSW 9301	6827	72625-41
SSW 9271	6828	72625-11

# Interstate Commerce Commission

Washington, D.C. 20423

3/25/88

OFFICE OF THE SECRETARY

E.F. Grady  
Southern Pacific Transp.Co.  
Southern Pacific Building  
One Market Plaza  
San Francisco, Calif. 94105

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/25/88 at 3:00pm, and assigned recordation number(s). 15272-A

Sincerely yours,



Secretary

Enclosure(s)